

502 Deaderick Street
Nashville, Tennessee 37243

Re: The Reserve at Spring Hill (f/k/a Rosewood Manor) CN0703-021

Dear Jim:

Please place the above-referenced matter on the "General Counsel's Agenda" for the August 22, 2018 meeting of the Health Services & Development Agency. As you may recall, this project was approved with an estimated cost of \$10,668,976, but due to various delays and other factors the total cost exceeded that amount, and it appears the final cost is was approximately \$13,685,553. As I recall, a cost overrun of that size requires approval of the HSDA.

Construction of the project was completed earlier this year, and I do not believe an extension is necessary, but wanted to request your confirmation as to whether an additional extension might be necessary. While the facility still has not received its permanent license, attached is a copy of a letter from the Tennessee Department of Health dated April 25, 2018, indicating that the facility will be issued license number 411. The letter states that for such initial approval to become final and permanent the staff approval of the licensure application must be ratified by the Board for Licensing Health Care Facilities, but the letter authorizes the facility to commence operations pending the final decision of the Board (and such operations have now commenced). That ratification was supposed to occur at the Board meeting in June, 2018, but was deferred until the October meeting, due to no fault of the applicant (see the attached email from Linda Mclear of TDOH). In this situation, in the event an extension is needed please include a 60 day extension request on the General Counsel's Agenda as well, since the CON expiration date is September 1, 2018.

Please let me know if you would like to discuss, or need anything further at this time. There is a possibility I will be out of town on August 22, and if so my law partner, Chris Puri, will attend the meeting. We appreciate your assistance in this matter.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP


Michael D. Brent

MDB/ced

cc: Ms. Melanie Hill (via email)
Ms. Andrea Barach (via email)
Mr. Chris Puri (via email)

4836-4806-4110.1

Bradley Arant Boult Cummings LLP | Roundabout Plaza | 1600 Division Street, Suite 700 | Nashville, TN 37203 | 615.244.2582 | bradley.com

THE RESERVE AT SPRING HILL
HOOSIER CRE, INC.
PO BOX 159098
NASHVILLE, TN 37215

Facility Type: Nursing Home

Dear Administrator:

It is my pleasure to inform you that your application for licensure of The Reserve at Spring Hill located at 2000 Reserve Boulevard, Spring Hill, Tennessee 37174 has been initially approved effective April 25, 2018. The license number shall be 411. For this initial approval to become final and permanent, your application must be ratified by the Board pursuant to T.C.A. §68-11-206. The Board will consider your application at its next meeting, scheduled for June 6-7, 2018. You are hereby authorized to commence operation pending the final decision of the Board. No further action is necessary on your part at this time.

If the Board **does** ratify the approval of your application, the license number listed above will become your permanent license number and a letter will be forwarded to you within three (3) business days; notifying you of the Board's final decision.

If the Board **does not** ratify the initial approval of your application, a letter will be forwarded to you providing an explanation and specific instructions as to any action(s) you may take to have the decision reviewed, at which time this authorization shall cease to be effective.

Please contact me if I can be of further assistance.

Sincerely,



Linda McIear, ASAM
Office of Health Care Facilities
Licensure Section

cc: West TN Regional Administrator

you know of the new date that the board would meet and ratify your license. I am sorry for our error but the license will not be issued until after our board meeting in October



Linda McClear, ASHI
Administrative Services Assistant III
Division of Health Licensure and Regulation
Office of Health Care Facilities
665 Mainstream Drive, Second Floor, Nashville, TN 37243
Telephone (615)741-7539
Fax (615)253-8798
linda.mcclear@tn.gov

Connect with TDH on Facebook and Twitter@TNDeptoHealth!

"The mission of the Tennessee Department of Health is to protect, promote, and improve the health and prosperity of people in Tennessee."

Please consider the environment and print this email only if necessary, if you do print, please recycle.

CONFIDENTIALITY NOTICE: The information contained in this email, and any attachments, is CONFIDENTIAL and may be privileged. If you are not the intended recipient, please destroy this message, delete any copies held in your systems, and notify the sender immediately. You should not retain, copy or use this email for any purpose nor disclose all or any of its content(s) to any other person. We apologize for any inconvenience this may have caused.

From: Poizner, Michaela [mailto:mpoizner@bakerdonelson.com]
Sent: Thursday, July 05, 2018 9:23 PM
To: Linda McClear
Cc: Poizner, Michaela
Subject: Nursing Home License for The Reserve at Spring Hill

*** This is an **EXTERNAL** email. Please exercise caution. **DO NOT** open attachments or click links from unknown senders or unexpected email - **STS-Security**. ***

Hi, Linda—

I hope you are doing well! I am writing to ask if the nursing home permit for The Reserve at Spring Hill has been issued. We received a letter after the licensure survey in late April stating that the facility had been initially approved for

Michaela D. Poizner
Attorney

Baker Donelson Center
211 Commerce Street, Suite 800
Nashville, TN 37201

Phone: 615.726.5695
Fax: 615.744.5695

NOTICE: This electronic mail transmission with any attachments may constitute an attorney-client communication, protected health information (PHI) or other confidential information that is in fact confidential, legally protected from disclosure and/or protected by the attorney-client privilege. If you are the intended recipient, please maintain confidentiality and be aware that forwarding this e-mail to others may result in a waiver of these protections and privileges and regardless electronic communications may be at times illegally accessed and viewed. If you are not the intended recipient, this e-mail is not intended for transmission to you, nor to be read, reviewed, used, distributed or even received by you or any other unauthorized persons. If you have received this electronic mail transmission in error, please double delete it from your system immediately without copying, reading or disseminating it, and notify the sender by reply e-mail, so that our address record can be corrected. Thank you very much.



State of Tennessee

Health Services and Development Agency

Andrew Jackson Building, 9th Floor, 502 Deaderick Street, Nashville, TN 37243

www.tn.gov/hsda

Phone: 615-741-2364

Fax: 615-741-9884

ANNUAL PROGRESS REPORT
ANNUAL REVIEW FOLLOWING CERTIFICATION

Project Name: **The Reserve at Spring Hill**
(Formerly Rosewood Manor— see attached.)

Certificate of Need #: **CN0703-021AEEE**

Legal Owner: **Emerald Spring Hill, Inc.**

Approval Date: **February 23, 2016**

Expiration Date: **September 1, 2018**

Project Description:

This project, formerly known as Rosewood Manor, now called The Reserve at Spring Hill, is a senior living community that will contain 68 nursing beds, all in private rooms, in addition to 30 assisted living apartments. On February 8, 2017, the project received approval from the Tennessee Board for Licensing Health Care Facilities to provide outpatient therapy services upon licensure.

******PLEASE SUBMIT EVIDENCE TO SUPPORT EACH ANSWER******

In a brief narrative, please describe the current stage of completion for the project (use another sheet of paper if necessary). **Please note that this report will not be considered complete without this information.**

A. CONSTRUCTION PROJECTS

1. Anticipated date of project completion. **Completion of construction by 12/30/17, inspections by 2/14/18.**
2. Provide written confirmation from the contractor documenting the stage of construction at the current time. **SEE ATTACHED.**
3. If proposed construction costs have increased over ten (10%) percent please provide information as an attachment to this form. Please note that such an overrun could require additional action before the Agency. **N/A**

B. NON-CONSTRUCTION PROJECTS

1. Anticipated date of service implementation, acquisition or operation of the facility or equipment as certified. **N/A**
2. Provide written confirmation from the institutional representative verifying the occupancy/opening date for the service, equipment, or facility. **N/A**


Signature of Authorized Agent or Chief Operating Officer

8-25-2017
Date

Baker



STATE OF TENNESSEE
Tre Hargett, Secretary of State
 Division of Business Services
 William R. Snodgrass Tower
 312 Rosa L. Parks AVE, 6th FL
 Nashville, TN 37243-1102

Emerald Spring Hill, Inc.
 STEPHEN F. WOOD
 5106 MARYLAND WAY
 BRENTWOOD, TN 37027-7501

November 2, 2015

Control # 807373

Effective Date: 11/02/2015

Document Receipt

Receipt #: 2295610	Filing Fee:	\$100.00
Payment-Check/MO - BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ		\$100.00

ACKNOWLEDGMENT OF MERGER

ROSEWOOD MANOR, INC. (TENNESSEE) (Qualified Non-survivor)

merged into **Emerald Spring Hill, Inc. (TENNESSEE) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
 Secretary of State

Processed By: Cynthia Dunn

BK: 6604 PG: 844-847

15047469



4 PGS:AL-CHARTER	
408843	
11/05/2015 - 12:55 PM	
BATCH	408843
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	7.00

STATE OF TENNESSEE, WILLIAMSON COUNTY

SADIE WADE

REGISTER OF DEEDS

FILED

ARTICLES OF MERGER
OF
ROSEWOOD MANOR, INC.
(A TENNESSEE CORPORATION)
WITH AND INTO
EMERALD SPRING HILL, INC.
(A TENNESSEE NONPROFIT CORPORATION)

Pursuant to the provisions of Section 48-21-101 *et seq.* of the Tennessee Business Corporation Act, as amended, modified and/or superseded (the "TBCA") and Section 48-61-101 *et seq.* of the Tennessee Nonprofit Corporation Act, as amended, modified and/or superseded (the "TNCA"), the undersigned corporation and nonprofit corporation hereby adopt, execute, deliver and file these Articles of Merger with the Secretary of State of the State of Tennessee (the "TN SOS").

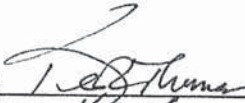
1. The names of the parties to the merger are as follows:
 - (a) Rosewood Manor, Inc., a Tennessee corporation (the "Merging Corporation"); and
 - (b) Emerald Spring Hill, Inc., a Tennessee nonprofit corporation (the "Surviving Corporation").
2. Approval of the plan pursuant to which the merger shall be effected (the "Plan of Merger") by the shareholder of the Merging Corporation was required by the applicable provisions of the TBCA. The Plan of Merger was approved by the sole shareholder of the Merging Corporation and by unanimous written consent of the Board of Directors of the Merging Corporation.
3. Approval of the Plan of Merger by the member of the Surviving Corporation was required by the applicable provisions of the TNCA. The Plan of Merger was approved by unanimous written consent of the members of the Surviving Corporation and by unanimous written consent of the Board of Directors of the Surviving Corporation.
4. Notice of the Plan of Merger was given to the Attorney General and Reporter of the State of Tennessee in the manner required by Section 48-61-123 of the TNCA. The Surviving Corporation received a written statement of no enforcement intent with respect to the Plan of Merger from the Attorney General and Reporter of the State of Tennessee.
5. The merger shall be effective as of 11:59 p.m., October 30, 2015.

[Signature Page Follows]

B0157-4953 11/02/2015 3:21 PM Received by Tennessee Secretary of State Tre Hargett

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers or other representatives as of October 30, 2015.

ROSEWOOD MANOR, INC.

By: 
Name: Kelly Thomas
Title: Secretary

EMERALD SPRING HILL, INC.


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers or other representatives as of October 30, 2015.

ROSEWOOD MANOR, INC.

By: _____
Name: _____
Title: _____

EMERALD SPRING HILL, INC.

By: 
Name: Douglas Smith
Title: Vice President & COO

Poizner, Michaela

From: Doug Smith <dsmith@emeraldshelter.com>
Sent: Tuesday, August 22, 2017 8:57 PM
To: 'Derrick McCollum'
Cc: 'Lyndon Brown'; Poizner, Michaela
Subject: RE: Spring Hill - Construction Update/Estimated Completion for CON Progress Report

Thanks Derrick,

If anyone has some recent photos, they ask that we include those too.

Thanks again,

Doug

From: Derrick McCollum [<mailto:derrick@arconms.com>]
Sent: Tuesday, August 22, 2017 11:16 AM
To: 'Doug Smith' <dsmith@emeraldshelter.com>
Cc: 'Lyndon Brown' <LBrown@dsccl.com>
Subject: RE: Spring Hill - Construction Update/Estimated Completion for CON Progress Report

Doug,

These are the numbers and dates that John has as of August 18. I will send video and pictures this afternoon. Let me know if this works or if you need anything further.

Derrick

1. Project is at 55% complete.
The construction is 8 weeks behind the original schedule. 4 weeks delay in waiting for the State building approval-to-proceed. 4 weeks delay due to winter weather conditions.
2. Construction is expected to be substantially complete by 12/30/2017. Final State inspections are expected by 2/14/2018, with occupancy shortly thereafter.
3. Drywall is under way. All finishes and all trade finishes need to be installed.
4. Value of remaining work: \$5,731,801.
5. Project is progressing uninterrupted.
6. Completed value: \$14,151,959 **including all site work at \$2,705,699.**

From: Doug Smith [<mailto:dsmith@emeraldshelter.com>]
Sent: Friday, August 18, 2017 11:16 AM
To: 'Derrick McCollum' <derrick@arconms.com>
Cc: 'Lyndon Brown' <LBrown@dsccl.com>
Subject: RE: Spring Hill - Construction Update/Estimated Completion for CON Progress Report

I think we can wait until then, or if Lyndon knows and can send that works too. I think he sent last year. Thanks

From: Derrick McCollum [<mailto:derrick@arconms.com>]
Sent: Friday, August 18, 2017 11:01 AM















State of Tennessee

Health Services and Development Agency

Andrew Jackson, 9th Floor, 502 Deaderick Street, Nashville, TN 37243

www.tn.gov/hsda Phone: 615-741-2364 Fax: 615-741-9884

March 2, 2016

Jerry Taylor, Esq.
Burr & Forman
511 Union Street, Suite 2300
Nashville, TN 37219

RE: Rosewood Manor, Inc.- CN0703-021AEEEE

Dear Mr. Taylor:

As referenced in our recent letter, please find enclosed your revised Certificate of Need for the above-referenced application, which modifications and/or an extension of the expiration date were approved at the September 23, 2015 meeting of the Tennessee Health Services and Development Agency.

Should you have any questions or require further information regarding this Certificate, please do not hesitate to contact this office.

Sincerely,

A handwritten signature in black ink, appearing to read "James B. Christoffersen", with a long, sweeping horizontal line extending to the right.

James B. Christoffersen
General Counsel

JBC/ma

cc: Trent Sansing, Division of Health Statistics, Office of Policy, Planning & Assessment
Ann R. Reed, Health Care Facilities - Licensure

STATE OF TENNESSEE
Health Services and Development Agency



Certificate of Need No. CN0703-021AEEEE is hereby granted under the provisions of T.C.A. § 68-11-1601, *et seq.*, and rules and regulations issued thereunder by this Agency.

To: Rosewood Manor, Inc.
PO Box 10
Paris, TN 38363

For: Rosewood Manor

This Certificate is issued for: The replacement and relocation of the existing sixty-eight (68) bed nursing home. Rosewood Manor is currently located at 1400 Rosewood Drive, Columbia (Maury County), TN and the proposed location is an undeveloped, unaddressed 16.6 acre tract of land located north of Saturn Parkway, between Old Kedron Road and Port Royal Road, adjacent to the Spring Hill Hospital site, in Spring Hill (Maury County), TN.

* This Certificate is a replacement of the originally issued Certificate of Need pursuant to Agency Rule 0720-10-.06 -- Expiration, Revocation, and Modification of issued Certificates. This project was originally approved on July 25, 2007 with an expiration date of September 1, 2009. 1st Request: Extension of expiration date for two (2) years from September 1, 2009 to September 1, 2011 was granted at the July 22, 2009 Health Services and Development Agency Meeting. 2nd Request: Extension of expiration date for an additional two (2) years from September 1, 2011 to September 1, 2013 was granted on July 27, 2011. 3rd Request: Extension of expiration date for three (3) years from September 1, 2013 to September 1, 2016 was granted on August 28, 2013. 4th Request: Extension of expiration date for two (2) years from September 1, 2016 to September 1, 2018 and a project cost increase from \$10,700,000 to \$11,900,000 was granted on September 23, 2015.

On the premises located at: unaddressed site between Old Kedron Rd & Port Royal Road
Spring Hill (Maury County), TN 37174

For an estimated project cost of: \$11,900,000.00

The Expiration Date for this Certificate of Need is

September 1, 2018*

or upon completion of the action for which the Certificate of Need was granted, whichever occurs first. After the expiration date, this Certificate of Need is null and void.

Date Approved: July 25, 2007

Date Issued: August 22, 2007

1st Date Reissued: September 23, 2009

2nd Date Reissued: August 24, 2011

3rd Date Reissued: May 28, 2014

4th Date Reissued: February 23, 2016


Chairman


Executive Director